
SOUTHERN PACIFIC TRANSPORTATION COMPANY
EQUIPMENT TRUST

Series No. 55

RECORDATION NO. 6475-A Filed & Recorded

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INTERSTATE COMMERCE COMMISSION

FIRST

SUPPLEMENT TO EQUIPMENT TRUST AGREEMENT

Dated as of February 1, 1972

The First Pennsylvania Banking and Trust Company

to

Southern Pacific Transportation Company

FIRST SUPPLEMENT TO EQUIPMENT TRUST AGREEMENT, dated as of the 1st day of February, 1972, between The First Pennsylvania Banking and Trust Company, a corporation duly organized and existing under the laws of the Commonwealth of Pennsylvania, Trustee, as hereinafter mentioned (hereinafter called the "Trustee"), party of the first part, and Southern Pacific Transportation Company, a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called the "Company"), party of the second part:

WHEREAS, by a certain Equipment Trust Agreement (hereinafter called the "Agreement") bearing date as of December 15, 1971, by and between the Trustee and the Company, there was constituted the "Southern Pacific Transportation Company Equipment Trust, Series No. 55", under which the railroad equipment, specifically described in Schedule A thereto, is to be transferred to and title thereto is to be vested in the Trustee, and such railroad equipment is to be leased by the Trustee to the Company; and

WHEREAS, the said Agreement provides that in the event that it may be deemed necessary or desirable to procure for the transportation services of the Company, and to include in the said Equipment Trust other railroad equipment in lieu of any of the said railroad equipment specifically described in Schedule A of the Agreement, the Company may cause such other railroad equipment to be transferred to the Trustee and to be substituted under the trust; and

WHEREAS, the Agreement was recorded with the Interstate Commerce Commission in accordance with Section 20c of the Interstate Commerce Act on January 27, 1972, and was assigned recordation number 6475; and

WHEREAS, the parties hereto now desire to supplement and amend the Agreement to include in the said Equipment Trust other railroad equipment in lieu of certain railroad equipment presently described in Schedule A of the Agreement, and to cause such other railroad equipment to be transferred to the Trustee and to be substituted under the said Equipment Trust, and then leased by the Trustee to the Company, all as described herein and subject to the terms and conditions hereinafter set forth.

WITNESSETH:

That, in consideration of the foregoing and of the mutual promises of the parties hereto, the parties hereto agree as follows:

1. The Agreement and Schedule A to the Agreement are hereby amended to exclude therefrom, and there is hereby excluded from said Southern Pacific Transportation Company Equipment Trust, Series No. 55, the following units of railroad equipment described therein:

<u>Number of Units</u>	<u>Description</u>	<u>Estimated Average Cost Per Unit</u>
90	70-ton, 50 ft. 6 in., insulated box cars with hydra-cushion underframes; Pacific Car and Foundry Company, builder; lettered EFCX and numbered 3901 to 3990, both inclusive.	\$ 20,456